

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606
(312) 407-0700
John Wm. Butler, Jr.
John K. Lyons
Ron E. Meisler

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
Four Times Square
New York, New York 10036
(212) 735-3000
Kayalyn A. Marafioti (KM 9632)
Thomas J. Matz (TM 5986)

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:
Toll Free: (800) 718-5305
International: (248) 813-2698

Delphi Legal Information Website:
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----	X	
	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtor.	:	(Jointly Administered)
	:	
-----	X	

NOTICE OF ASSUMPTION AND ASSIGNMENT AND CURE AMOUNT
OF EXECUTORY CONTRACT TO STRATTEC BUYERS
IN CONNECTION WITH SALE OF POWER PRODUCTS BUSINESS

PLEASE TAKE NOTICE THAT:

1. On June 4, 2008, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors") filed a motion (the "Motion") under 11 U.S.C. § 365 for order authorizing and approving the assumption and assignment of certain executory contracts in

connection with the Debtors' sale of their power products business (the "Power Products Business").

2. On May 27, 2008, Delphi Corporation ("Delphi") and certain of its affiliates, including certain affiliated chapter 11 Debtors as set forth in the agreement (the "Selling Debtor Entities")¹ entered into a Master Sale and Purchase Agreement (the "Agreement") with Strattec Security Corporation, Witte-Velbert GmbH Co. Kg, Vehicle Access Systems Technology LLC, and certain of their affiliates (collectively, the "Strattec Buyers"), under which the Selling Debtor Entities are required to assume and assign to the Strattec Buyers certain prepetition executory contracts related to the Power Products Business.

3. Pursuant to the terms of the Agreement, the Selling Debtor Entities will seek to assume and assign to the Strattec Buyers certain prepetition executory contracts related to the Power Products Business.

4. The Selling Debtor Entities hereby provide notice of their intent to cure ("Cure") and assume and assign to the Strattec Buyers, among others, the contract(s) listed on Exhibit 1 attached hereto (the "Other Prepetition Contracts"). The Debtors' records reflect the amounts owing for prepetition arrearages as set forth on Exhibit 1 (the "Cure Amount").

5. The assumption of the Other Prepetition Contracts would occur on the earlier of the Debtors' emergence date from these chapter 11 cases (the "Emergence Date") pursuant to the Debtors' confirmed plan of reorganization (the "Plan") or the closing date on the sale of the Power Products Business (the "Closing Date").

6. Even if the Emergence Date occurs before the Closing Date and the Other Prepetition Contracts listed on Exhibit 1 hereto are assumed by the Debtors on the Emergence

¹ Under the Agreement, the Selling Debtor Entities include Delphi, Delphi Automotive Systems LLC, and Delphi Technologies, Inc. The Selling Debtor Entities and the selling non-Debtor affiliates are collectively referred to as the "Sellers."

Date, the Selling Debtor Entities would assign such contracts to the Strattec Buyers on the Closing Date.

7. Objections, if any, to the assumption and assignment of an Other Prepetition Contract to the Strattec Buyers must (a) be in writing, (b) state with specificity the reasons for such objection, (c) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Supplemental Order Under 11 U.S.C. §§ 102(1) and 105 and Fed. R. Bankr. P. 2002(m), 9006, 9007, and 9014 Establishing (I) Omnibus Hearing Dates, (II) Certain Notice, Case Management, and Administrative Procedures, entered March 20, 2006 (Docket No. 2883) (the "Supplemental Case Management Order") and the Tenth Supplemental Order Under 11 U.S.C. §§ 102(1) and 105 and Fed. R. Bankr. P. 2002(m), 9006, 9007, and 9014 Establishing Omnibus Hearing Dates and Certain Notice, Case Management, and Administrative Procedures, entered February 4, 2008 (Docket No. 12487) (together with the Supplemental Case Management Order, the "Case Management Orders"), (d) be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) – registered users of the Bankruptcy Court's case filing system must file electronically, and all other parties-in-interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (e) be submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004, and (f) be served in hard-copy form so that it is actually received by **4:00 p.m. (prevailing Eastern time) on June 17, 2008** by (i) Delphi Automotive Systems LLC, 5725 Delphi Drive, Troy, Michigan 48098 (Att'n: Legal Staff), (ii) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Att'n: Deputy General Counsel, Transactional & Restructuring), (iii) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Att'n:

John K. Lyons and Brian M. Fern), (iv) counsel for the agent under the postpetition credit facility, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017 (Att'n: Donald Bernstein and Brian Resnick), (v) counsel for the official committee of unsecured creditors, Latham & Watkins LLP, 885 Third Avenue, New York, New York 10022 (Att'n: Robert J. Rosenberg and Mark A. Broude), (vii) counsel for the official committee of equity security holders, Fried, Frank, Harris, Shriver & Jacobson LLP, One New York Plaza, New York, New York 10004 (Att'n: Bonnie Steingart), and (viii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Att'n: Alicia M. Leonhard).

8. If an objection to the assumption and assignment of an Other Prepetition Contract is timely filed and received, a hearing with respect to the objection will be held before the Honorable Robert D. Drain, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004, **on June 24, 2008, at 10:00 a.m. (prevailing Eastern time)** or such date and time as the Court may schedule. If no objection is timely received, the non-Debtor party to the Other Prepetition Contract will be deemed to have consented to the assumption and assignment of the Other Prepetition Contract to the Strattec Buyers and will be forever barred from asserting any other claims, including, but not limited to, the propriety or effectiveness of the assumption and assignment of the Other Prepetition Contract, against the Selling Debtor Entities or the Strattec Buyers, or against the property of either of them.

9. Pursuant to 11 U.S.C. § 365, there is adequate assurance of future performance that the Cure Amount set forth in this Notice will be paid in accordance with the terms of the order approving the Motion. Further, there is adequate assurance of the Strattec Buyers' future performance under the executory contracts to be assumed and assigned because of the significant resources of the these parties.

10. Prior to the Closing Date or the Emergence Date, the Selling Debtor Entities may revise their decision with respect to the assumption and/or assignment of any Other Prepetition Contract and provide a new notice amending the information provided in this notice.

Dated: New York, New York
June 4, 2008

SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP

By: _____
John Wm. Butler, Jr. (JB 4711)
John K. Lyons (JL 4951)
Ron E. Meisler (RM 3026)
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606
(312) 407-0700

- and -

By: _____
Kayalyn A. Marafioti (KM 9632)
Thomas J. Matz (TM 5986)
Four Times Square
New York, New York 10036
(212) 735-3000

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

EXHIBIT 1

Contract to be assumed and assigned:	Cure Amount: